

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WASHINGTON, D.C. 20006-4103  
202-296-8600

No. 8-244A049

Date AUG 31 1988

Fee \$ 13.00

August 30, 1988

ICC Washington, D.C.

RECORDATION NO. 15266-A

AUG 31 1988-8 25 PM

INTERSTATE COMMERCE COMMISSION

100 OFFICE OF  
THE SECRETARY  
AUG 31 3 18 PM '88  
NOTICE OPERATING UNIT

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and four copies of a Termination of Lease, dated as of June 30, 1988, relating to a Locomotive Lease Agreement (the "Lease"), dated as of June 19, 1987, duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 17, 1987, under Recordation Number 1 5266, which Lease is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Termination of Lease are:

MLB Consulting Corp.  
99 Cambridge Street  
Burlington, Massachusetts 01803

Kiamichi Railroad Company, Inc.  
109 E. Jackson Street  
Hugo, Oklahoma 74743

Irving Trust Company  
One Wall Street  
New York, New York 10015

Ms. Noreta R. McGee  
August 30, 1988  
Page 2

A description of the railroad equipment covered by the Termination of Lease is set forth on Appendix A attached thereto.

Also enclosed is a check, in the amount of \$13.00, payable to the order of the Interstate Commerce Commission covering the required recordation fee for the Termination of Lease.

Kindly return four stamped copies of the enclosed document in the envelope provided to T. Stephen Dyer, Esq., Ross & Hardies, 150 North Michigan Avenue, Chicago, Illinois 60601.

Following is a short summary of each of the enclosed documents and the primary document to which each relates:

Documents to be Recorded

Termination of Lease among MLB Consulting Corp., Kiamichi Railroad Company, Inc., and Irving Trust Company, dated as of June 30, 1988, terminating the Locomotive Lease Agreement relating to the railroad equipment described on Appendix A thereto

Primary Document Already Recorded

Locomotive Lease Agreement, dated as of June 19, 1987, between MLB Consulting Corp. and Kiamichi Railroad Company, Inc., recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 17, 1987, under Recordation Number 1 5266, which Locomotive Lease Agreement covers the railroad equipment described on Appendix A to the above document.

Very truly yours,

T. Stephen Dyer

TSD/lf  
Encl.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

8/31/88

T. Stephen Dyer, Esq.  
Ross & ~~Haddies~~  
150 North Michigan Ave.  
Chicago, IL 60601

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/31/88 at 3:25PM, and assigned recordation number(s). 15266-A

Sincerely yours,

*Narita L. McGee*  
Secretary

Enclosure(s)

15266-A  
AUG 31 1988-3 25 PM  
INTERSTATE COMMERCE COMMISSION

## TERMINATION OF LEASE

Termination of Lease, dated as of June 30, 1988, between MLB Consulting Corp., a Delaware corporation ("MLB"), and Kiamichi Railroad Company, Inc., a Delaware corporation (the "Company").

MLB has agreed to sell to the Company, and the Company has agreed to purchase, the items of railroad equipment which, as of the date this Termination of Lease is filed with the Interstate Commerce Commission (the "ICC"), were subject to the Locomotive Lease Agreement (the "Lease"), dated as of June 19, 1987, between MLB and the Company and filed with the ICC on July 17, 1987 under recordation number 1 5266.

In consideration of the mutual promises, covenants and agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

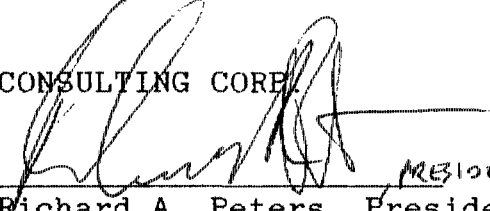
1. Termination of Lease. The Lease is hereby terminated effective as of the filing of this Termination of Lease with the ICC.

2. Conditional Sale Agreement. Except for one locomotive which will be retained by MLB, the items of railroad equipment heretofore subject to the Lease have been sold by MLB to the Company pursuant to a Conditional Sale Agreement, dated as of June 30, 1988.

3. Obligations and Liabilities Under Lease. Each of the parties hereby releases and discharges the other from their respective obligations and liabilities (financially or otherwise) under the Lease, whether to be kept, observed or performed in the past, at present or in the future.

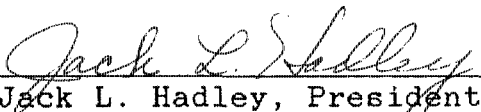
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have executed this Termination of Lease as of the 29th day of June, 1988.

MLB CONSULTING CORP.

By:  PRESIDENT  
Richard A. Peters, President

(SEAL)

KIAMICHI RAILROAD COMPANY, INC.

By:  PRESIDENT  
Jack L. Hadley, President

(SEAL)

Acknowledged and Approved by:  
IRVING TRUST COMPANY

By:   
Jeffrey A. Foreman, Assistant  
Vice President

STATE OF NEW YORK

)

ss.

CITY OF NEW YORK

)

On this 5 day of <sup>July</sup> ~~June~~, 1988, before me personally appeared Jeffrey Foreman, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of Irving Trust Company that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said bank.

Nancy Ojeda  
Notary Public

My Commission Expires:

NANCY OJEDA  
Notary Public, State of New York  
No. 24- 4924225  
Qualified in Kings County  
Commission Expires April 4, 1990

~~STATE OF~~~~)~~~~ss.~~~~COUNTY OF~~~~)~~


On this \_\_\_\_\_ day of June, 1988, before me personally appeared Jack Hadley, to me personally known, who being by me duly sworn, says that he is the President of Kiamichi Railroad Company, Inc., a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

~~My Commission Expires:~~

STATE OF \_\_\_\_\_ )  
CITY OF \_\_\_\_\_ ) ss.

On this 6 day of July, 1988, before me personally appeared Richard A. Peters, to me personally known, who being by me duly sworn, says that he is the President of MLB Consulting Corp., a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Nancy Ojeda  
Notary Public

My Commission Expires:

NANCY OJEDA  
Notary Public, State of New York  
No. 24- 4924225  
Qualified in Kings County  
Commission Expires April 4, 1990

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of June, 1988, before me personally appeared Richard A. Peters, to me personally known, who being by me duly sworn, says that he is the President of MLB Consulting Corp., a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires:  
(Seal)

STATE OF Oklahoma )  
COUNTY OF Choctaw ) ss.

On this 6<sup>TH</sup> day of June, 1988, before me personally appeared Jack Hadley, to me personally known, who being by me duly sworn, says that he is the President of Kiamichi Railroad Company, Inc., a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Dolphine Kay Luna  
Notary Public

My Commission Expires: July 27, 1988  
(Seal)